

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

CAMBRIDGE PLACE INVESTMENT  
MANAGEMENT, INC.,

Plaintiffs,

v.

MORGAN STANLEY & CO., INC.;  
CITIGROUP GLOBAL MARKETS INC.;  
CREDIT SUISSE SECURITIES (USA) LLC;  
RBS SECURITIES, INC.; DEUTSCHE  
BANK SECURITIES, INC.; MERRILL  
LYNCH, PIERCE, FENNER & SMITH, INC.;  
UBS SECURITIES LLC; GOLDMAN,  
SACHS & CO.; J.P. MORGAN SECURITIES  
INC.; COUNTRYWIDE SECURITIES  
CORPORATION; FBR CAPITAL  
MARKETS & CO., HSBC SECURITIES  
(USA), INC.; BANC OF AMERICA  
SECURITIES LLC; RESIDENTIAL  
FUNDING SECURITIES, LLC; BARCLAYS  
CAPITAL INC.; ACCREDITED  
MORTGAGE LOAN REIT TRUST; ACE  
SECURITIES CORPORATION; AEGIS  
ASSET BACKED SECURITIES  
CORPORATION; AMERICAN HOME  
MORTGAGE ASSETS LLC.; AMERIQUEST  
MORTGAGE SECURITIES INC.; ARGENT  
SECURITIES INC.; ASSET BACKED  
FUNDING CORPORATION; ASSET  
BACKED SECURITIES CORPORATION;  
BANC OF AMERICA MORTGAGE  
SECURITIES, INC.; BCAP LLC; BEAR  
STEARNS ASSET BACKED SECURITIES I  
LLC; CITIGROUP MORTGAGE LOAN  
TRUST INC.; CREDIT SUISSE FIRST  
BOSTON MORTGAGE SECURITIES  
CORP.; CWABS, INC.; CWALT, INC.; FBR  
SECURITIZATION, INC.; FIELDSTONE  
MORTGAGE INVESTMENT  
CORPORATION; FINANCIAL ASSET  
SECURITIES CORP.; FREMONT  
MORTGAGE SECURITIES  
CORPORATION; GS MORTGAGE

Civil Action No. 1:10-CV-11376-NMG

**AFFIDAVIT OF MATTHEW L. CRANER  
IN SUPPORT OF DEFENDANTS' JOINT  
OBJECTION TO MAGISTRATE  
JUDGE'S REPORT &  
RECOMMENDATION ON  
DEFENDANTS' MOTION FOR LEAVE  
TO TAKE JURISDICTIONAL  
DISCOVERY AND TO EXTEND  
BRIEFING ON PLAINTIFF'S  
MOTION TO REMAND**

[CAPTION CONTINUED  
ON NEXT PAGE]

SECURITIES CORP.; HSI ASSET  
SECURITIZATION CORPORATION; J.P.  
MORGAN ACCEPTANCE CORPORATION  
I; LONG BEACH SECURITIES CORP.;  
MERRILL LYNCH MORTGAGE  
INVESTORS, INC.; MORGAN STANLEY  
ABS CAPITAL I INC.; MORGAN  
STANLEY CAPITAL I INC.; MORTGAGE  
ASSET SECURITIZATION  
TRANSACTIONS, INC.; NATIONSTAR  
FUNDING LLC; NEW CENTURY  
MORTGAGE SECURITIES LLC; NEW  
CENTURY MORTGAGE SECURITIES,  
INC.; NOVASTAR MORTGAGE FUNDING  
CORPORATION; PARK PLACE  
SECURITIES, INC.; PEOPLE'S CHOICE  
HOME LOAN SECURITIES CORP.;  
POPULAR ABS, INC.; RESIDENTIAL  
ACCREDIT LOANS, INC.; RESIDENTIAL  
ASSET MORTGAGE PRODUCTS, INC.;  
RESIDENTIAL ASSET SECURITIES  
CORPORATION; SACO I INC.; SAXON  
ASSET SECURITIES COMPANY;  
SECURITIZED ASSET BACKED  
RECEIVABLES LLC; STANWICH ASSET  
ACCEPTANCE COMPANY, L.L.C.;  
STRUCTURED ASSET MORTGAGE  
INVESTMENTS II INC.; and  
WASHINGTON MUTUAL MORTGAGE  
SECURITIES CORP.

Defendants.

I, MATTHEW L. CRANER, being duly sworn, upon my oath depose and say as follows:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), attorneys for Defendants Barclays Capital Inc., BCAP LLC, and Securitized Asset Backed Receivables LLC. I am a member in good standing of the bar of the State of New York. I submit this affidavit in support of Defendants' Joint Objection to Magistrate Judge's Report & Recommendation on Defendants' Motion for Leave to Take Jurisdictional Discovery and to Extend Briefing on Plaintiff's Motion to Remand.

2. Annexed hereto as Exhibit 1 is a true and correct copy of the Order of Judge Milton I. Shadur, issued November 29, 2010, in *Federal Home Loan Bank of Chicago v. Banc of America Funding Corp., et al.*, No. 10-CV-07560 (N.D. Ill. Nov. 29, 2010).

3. Annexed hereto as Exhibit 2 is a true and correct copy of the Transcript of the Motion Hearing Before Magistrate Judge Judith G. Dein at Boston, Massachusetts on November 15, 2010.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 18th day of January, 2011.

New York, New York

/s/ Matthew L. Craner  
Matthew L. Craner (*admitted pro hac vice*)  
ORRICK, HERRINGTON & SUTCLIFFE LLP  
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New York, New York 10019  
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*Attorney for Defendants Barclays Capital Inc.,  
BCAP LLC and Securitized Asset Backed  
Receivables LLC*

**CERTIFICATE OF SERVICE**

I hereby certify that I caused to be served via the Court's Electronic Filing System, the attached Affidavit Of Matthew L. Craner In Support Of Defendants' Joint Objection To Magistrate Judge's Report & Recommendation On Defendants' Motion For Leave To Take Jurisdictional Discovery And To Extend Briefing On Plaintiff's Motion To Remand upon the registered participants as identified on the Notice of Electronic Filing.

/s/ Matthew L. Craner

Matthew L. Craner